United States Bankruptcy Court Southern District of Texas

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

ENTERED
August 29, 2023
Nathan Ochsner, Clerk

| In re: | § | |
|----------------------------|---|---------------------------|
| | § | Case No. 22-60043 |
| FREE SPEECH SYSTEMS, LLC., | § | Chapter 11 (Subchapter V) |
| | § | |
| Debtor. | § | |

FIFTEENTH INTERIM ORDER AUTHORIZING DEBTOR'S USE OF CASH COLLATERAL AND PROVIDING PARTIAL ADEQUATE PROTECTION

On July 29, 2022, the above-captioned debtor and debtor-in-possession (the "Debtor" or "FSS") in the above-captioned chapter 11 case (the "Case"), filed its Emergency Motion for an Interim and Final Order (I) Authorizing the Use of Cash Collateral Pursuant to sections 105, 361, and 363 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 4001(b) and (II) Granting Adequate Protection to the Pre-Petition Secured Lender (the "Motion"). In the Motion, the Debtor requested, inter alia, entry of an interim order pursuant to Sections 105, 361, and 363 of title 11 of the United States Code,11 U.S.C. §§ 101, et seq. (the "Bankruptcy Code"), and in accordance with Rules 2002, 4001, and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the Debtor's use of Cash Collateral (as hereinafter defined), as set forth herein. The Court held an interim hearing on the Motion on August 3, 2022 (the "Interim Hearing") and entered an order approving the interim use of cash collateral. (the "First Interim Order"). The Court has subsequently conducted periodic hearings extending authority to use cash collateral on an interim basis. This order is the Fifteenth interim order ("Fifteenth Interim Order"), negotiated between the Debtor, PQPR and certain tort claimants pursuing litigation against the Debtor and others in Texas and Connecticut (the "Tort Plaintiffs"). The Debtor and the Tort Plaintiffs reserve all rights relating to a final hearing on the use of cash collateral. The findings contained in the First Interim Order are incorporated by reference.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. <u>Interim Use</u>. The Court approves the interim use of cash collateral as set forth herein.

- 2. <u>Interim Order</u>. This Order shall be considered an interim cash collateral order and shall be binding upon all parties and upon all subsequently appointed court officers, including any trustee appointed in the Case under Chapter 7 or Chapter 11 of the Bankruptcy Code.
- 3. <u>DIP Account</u>. The Debtor shall maintain debtor in possession ("<u>DIP</u>") accounts at Axos Bank which accounts shall contain all operating revenues and any other source of cash constituting Cash Collateral, which is (or has been) generated by and is attributable to the Debtor's business (the "<u>DIP Account</u>"). All cash generated by the Debtor or from the Debtor's business or assets, including any cash held in any of the Debtor's pre-petition bank accounts, shall be immediately transferred by the Debtor to the DIP Account. The Debtor shall be prohibited from withdrawing or using Cash Collateral funds from the DIP Account except as provided for in the Budget, this Order, or pursuant to further order of the Court.
- 4. Terms of Cash Collateral Use. The Debtor is hereby authorized to use Cash Collateral during the period covered by this Fifteenth Interim Order (the "Interim Period") to pay the items set forth in the revised Budget attached to this Order as Exhibit A, and up to the respective aggregate amount of disbursements set forth in the Budget for any week during the Interim Period, subject to the Permitted Variance (as hereinafter defined). The Permitted Variance shall be defined as 10% per line item and 20% of the overall Budget. The Debtor shall not use, sell, or expend, directly or indirectly, the Cash Collateral except pursuant to the Budget and upon the terms and conditions set forth in this Order.
- 5. No Payments to Insiders. Other than as provided for in the Budget, the Debtor shall not make any payment to or for the benefit of any insider of the Debtor, as that term is defined in section 101(31) of the Bankruptcy Code. Other than as provided for in the Budget, no payments to any insider during the Interim Period shall exceed \$10,000.
- 6. <u>Further Authorization</u>. The Debtor is hereby authorized to enter into all agreements pursuant to the terms of this Order necessary to allow the Debtor to use Cash Collateral subject to the terms of this Order in the amounts and for the expenses set forth on the Budget. The Debtor is authorized to collect and receive all accounts receivable and other operating revenues and immediately deposit same in the DIP Account.

- 7. <u>Taxes</u>. Nothing in this Order shall be construed to grant PQPR (the "<u>Pre-Petition Lender</u>") liens which are senior to pre- and post-petition statutory ad valorem real property tax liens. The Debtor shall remain current in all post-petition tax payments and reporting obligations, including, but not limited to, all ad valorem real property taxes and federal trust fund taxes.
- 8. <u>Adequate Protection Replacement Liens</u>. The adequate protection and related carve out set forth in the First, Second, Third and Fourth Interim Orders are incorporated in the Fifteenth Interim Order.
- 9. Adequate Protection Payment. The Debtor will reserve the sum of \$5,000 per week during the Interim Period for adequate protection to PQPR but shall not pay the reserved amount to PQPR unless authorized by further orders of this Court. Nothing herein shall constitute an admission that PQPR is or is not entitled to receive any adequate protection payment on account of its claims. Moreover, nothing herein shall prejudice the rights of any party-in-interest, including but not limited to the Debtor, any creditor, or PQPR to challenge or assert PQPR's entitlement to receive an adequate protection payment.
- 10. <u>Subsequent Modification of Order</u>. If any or all of the provisions of this Order are hereafter modified, vacated or stayed, such modification, vacation or stay shall not affect the validity of any obligation, indebtedness or liability incurred by the Debtor from the Petition Date through the effective date of such modification, vacation or stay, or the validity or enforceability of any security interest, lien or priority authorized or created by this Order.
- 11. <u>Credit Card Processing.</u> The Debtor is authorized to remit fulfillment costs as provided in the Fulfillment Agreement previously approved by this Court's *Order Granting Emergency Motion for Entry of Order Authorizing Debtor to Enter into Fulfillment Agreement* [Dkt. No. 286] from the daily settlement contemporaneously with the distributions to FSS and PQPR. Proceeds received by FSS for sales of PQPR inventory shall be held by FSS in trust pending distribution to PQPR by FSS.
- 12. Reporting. The Debtor shall report each Thursday for the preceding calendar week reflecting weekly sales and disbursement of the proceeds of those sales. A copy of the report shall be forwarded to the

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U.S. Trustee, the Subchapter V Trustee, counsel for PQPR and Jarrod Martin as a representative of the Tort

Plaintiffs.

13. Reservation of Rights. Nothing herein shall constitute a finding or ruling by this Court that

any alleged and disputed lien or alleged and disputed security interest held by the alleged Pre-Petition Lender

in respect of the purported PQPR Notes (as defined in the Motion) is valid, senior, enforceable, prior, perfected,

or nonavoidable. Moreover, nothing herein shall prejudice the rights of any party-in-interest, including but not

limited to the Debtor, any official committee appointed in the Chapter 11 Case or any other creditor, to

challenge the validity, priority, enforceability, seniority, avoidability, perfection, or extent of any alleged and

disputed lien or alleged and disputed security interest held by the alleged Pre-Petition Lender in respect of the

purported PQPR Notes.

14. Final Cash Collateral Hearing: A further interim hearing on the Motion shall be held before

this Court on September 26, 2023, at 2:00 p.m. Central time.

Signed: August 29, 2023

Christopher Lopez /

United States Bankruptcy Judge

| (150,000.00) |
|--|
| (88,524.24) (26,499.45) (54,688.37) (5,063.74) (174,775.79) |
| |
| (1,750.00) (1,750.00) (15,000.00) (15,000.00) (15,000.00) (15,000.00) (2,000.00) (10,000.00) (10,000.00) (10,000.00) (10,000.00) |
| (200.00) |
| (9,000,00) (9,000,00) (1,000,00) (3,500,00) (500,00) (500,00) (11,500,00) (15,200,00) |
| (155,500,00) (2,500,00) (4,500,00) (4,500,00) (4,500,00) (5,500,00) (7,000,00) (7,000,00) |
| (100.00) (100.00) |
| (62,850.00) (282,089.69) |
| (12,000,00) (12,000,00) (18,000,00) (40,000,00) (70,000,00) (110,000,00) 344,316,66 (64,923,04) |

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United States Bankruptcy Court Southern District of Texas

In re: Case No. 22-60043-cml Chapter 11

Free Speech Systems LLC

Official Committee of Unsecured Creditor

Debtors

CERTIFICATE OF NOTICE

District/off: 0541-4 User: ADIuser Page 1 of 7 Form ID: pdf002 Total Noticed: 21 Date Rcvd: Aug 29, 2023

The following symbols are used throughout this certificate:

Definition Symbol

- Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.
- Addresses marked '^' were sent via mandatory electronic bankruptcy noticing pursuant to Fed. R. Bank. P. 9036.
- Addresses marked '#' were identified by the USPS National Change of Address system as requiring an update. While the notice was still deliverable, the notice recipient was advised to update its address with the court immediately.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Aug 31, 2023:

| Recip ID | | Recipient Name and Address |
|----------|----|---|
| db | + | Free Speech Systems LLC, 3019 Alvin Devane Blvd. STE 300, Austin, TX 78741-7417 |
| aty | | Kyung Shik Lee, Shannon & Lee LLP, Pennzoil Place-Suite 1300, HOUSTON, TX 77027, UNITED STATES |
| aty | + | Richard A. Cochrane, Caldwell Cassady Curry PC, 2121 N. Pearl St., Ste. 1200, Dallas, TX 75201-2494 |
| aty | + | Shannon & Lee LLP, 700 Milam Street, STE 1300, Houston, TX 77002-2736 |
| intp | + | Alex E Jones, c/o Jordan & Ortiz PC, 500 N Shoreline Blvd, Ste 900, Corpus Christi, TX 78401-0658 |
| cr | + | Ally Bank, c/o Quilling, Selander, et al, 2001 Bryan Street, Suite 1800, Dallas, TX 75201-3070 |
| cr | + | David Wheeler, et al., c/o Cain & Skarnulis PLLC, 303 Colorado Street, Suite 2850, Austin, TX 78701-0137 |
| cr | + | Elevated Solutions Group, LLC, c/o Walker & Patterson, P.C., P.O. Box 61301, Houston, TX 77208-1301 |
| cr | #+ | Leonard Pozner, c/o McDowell Hetherington LLP, Attention: Avi Moshenberg, 1001 Fannin Street, Suite 2700 Houston, TX 77002-6774 |
| cr | #+ | Marcel Fontaine, c/o McDowell Hetherington LLP, Attention: Avi Moshenberg, 1001 Fannin, Suite 2700 Houston, TX 77002-6774 |
| cr | #+ | Neil Heslin, c/o McDowell Hetherington LLP, Attention: Avi Moshenberg, 1001 Fannin Street, Suite 2700 Houston, TX 77002-6774 |
| cr | + | Reeves Law, PLLC, 702 Rio Grande St., Ste. 203, Austin, TX 78701-2720 |
| cr | + | Richard M. Coan, c/o Cain & Skarnulis PLLC, 303 Colorado Street, Suite 2850, Austin, TX 78701-0137 |
| cr | #+ | Scarlett Lewis, c/o McDowell Hetherington LLP, Attention: Avi Moshenberg, 1001 Fannin Street, Suite 2700 Houston, TX 77002-6774 |
| cr | + | Security Bank of Crawford, P.O. BOx 90, Crawford, Tx 76638-0090 |
| cr | #+ | Veronique De La Rosa, c/o McDowell Hetherington LLP, Attention: Avi Moshenberg, 1001 Fannin Street, Suite 2700 Houston, TX 77002-6774 |

TOTAL: 16

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

| Recip ID | | Notice Type: Email Address Email/PDF: acg.acg.ebn@aisinfo.com | Date/Time | Recipient Name and Address |
|----------|---|--|----------------------|--|
| CI | + | Email/FDF, acg.acg.con@aisinio.com | Aug 29 2023 19:58:49 | Ally Bank, c/o AIS Portfolio Services, LLC, 4515 N Santa Fe Ave. Dept. APS, Oklahoma City, OK 73118-7901 |
| crem | + | Email/Text: mbrimmage@akingump.com | Aug 29 2023 19:51:00 | Official Committee of Unsecured Creditors of Alexa, c/o Marty L. Brimmage, Jr., Akin Gump Strauss Hauer & Feld LLP, 2300 N. Field Street, Suite 1800, Dallas, TX 75201-4675 |
| cr | + | Email/Text: lemaster@slollp.com | Aug 29 2023 19:51:00 | PQPR Holdings Limited, LLC, c/o Streusand Landon Ozburn & Lemmon LLP, attn: Stephen Lemmon, 1801 S. Mopac Expressway, Suite 320, Austin, TX 78746-9817 |
| cr | ^ | MEBN | Aug 29 2023 19:45:27 | Texas Comptroller of Public Accounts, Revenue Acco, Christopher J. Dylla, P.O. Box 12548, Austin, TX 78711-2548 |
| cr | + | Email/Text: BKECF@traviscountytx.gov | Aug 29 2023 19:51:00 | Travis County, c/o Jason A. Starks, P.O. Box 1748, Austin, TX 78767-1748 |

TOTAL: 5

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BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

| Bypass Reason | Name and Address |
|---------------|------------------------------------|
| | Akin Gump Strauss Hauer & Feld LLP |
| | ADP TotalSource, Inc. |
| | Charles "Charlie" Cicack |
| | Cicack Holdings, LLC |
| | David Ross Jones |
| | Marc Schwartz |
| | Marc Schwartz |
| | Schwartz Associates, LLC |
| | Schwartz and Associates, LLC |
| | Shelby A Jordan |
| | Sweetwater Holdings Group, Inc. |
| | W. Marc Schwartz |
| | Bypass Reason |

TOTAL: 12 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Aug 31, 2023 Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on August 29, 2023 at the address(es) listed below:

| Name | Email Address |
|----------------|---|
| Avi Moshenberg | on behalf of Creditor Leonard Pozner avi.moshenberg@mhllp.com patricia.flores@mhllp.com |
| Avi Moshenberg | on behalf of Creditor Marcel Fontaine avi.moshenberg@mhllp.com patricia.flores@mhllp.com |
| Avi Moshenberg | on behalf of Plaintiff Veronique De La Rosa avi.moshenberg@mhllp.com patricia.flores@mhllp.com |
| Avi Moshenberg | on behalf of Creditor Veronique De La Rosa avi.moshenberg@mhllp.com patricia.flores@mhllp.com |
| Avi Moshenberg | on behalf of Plaintiff Marcel Fontaine avi.moshenberg@mhllp.com patricia.flores@mhllp.com |
| Avi Moshenberg | on behalf of Creditor Neil Heslin avi.moshenberg@mhllp.com patricia.flores@mhllp.com |
| Avi Moshenberg | on behalf of Creditor Scarlett Lewis avi.moshenberg@mhllp.com patricia.flores@mhllp.com |
| Avi Moshenberg | on behalf of Plaintiff Estate of Marcel Fontaine avi.moshenberg@mhllp.com patricia.flores@mhllp.com |
| Avi Moshenberg | on behalf of Plaintiff Neil Heslin avi.moshenberg@mhllp.com patricia.flores@mhllp.com |
| Avi Moshenberg | |

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Christina Walton Stephenson

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Christopher Dylla

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Ha Minh Nguyen

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